the AMAZING SPIDER-GIRL®

COMES THE CARNAGE!

TOM DEFALCO • RON FRENZ

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#7
WANTED
CALL
1-80
555-

REVENGE!

The Leaky Bucket, a tavern in Bensonhurst, Brooklyn...

KEEEEEEEEE-RASSSSH!

Sorry for interrupting your game, boys.

What the--?!

Holy--!

Mind if I park here?

I couldn't find a spot outside.

Brooklyn's as bad as Manhattan in that regard.

=ARRK=

I'm looking for *Tony "Magic Fingers" Morello.*

Anyone seen him?

Nobody's gonna tell you *anything*, you miserable--

KWAKK!

=Ugnnn=

Watch the language, pal!

This ***Ladyhawk*** is a bird of prey--

--and I have a very low tolerance for racists or sexists.

Ahhhh, there's the man I want...

I'm guessing they call you *"Magic Fingers"* because you're a pickpocket or safecracker.

From the looks of you, I doubt a ***woman*** nicknamed you.

W-what do ya want with me?

I ain't done nothing.

According to the word on the street, you recently signed on with the *Hobgoblin.*

Where IS he, Fingers?

How do I FIND him?

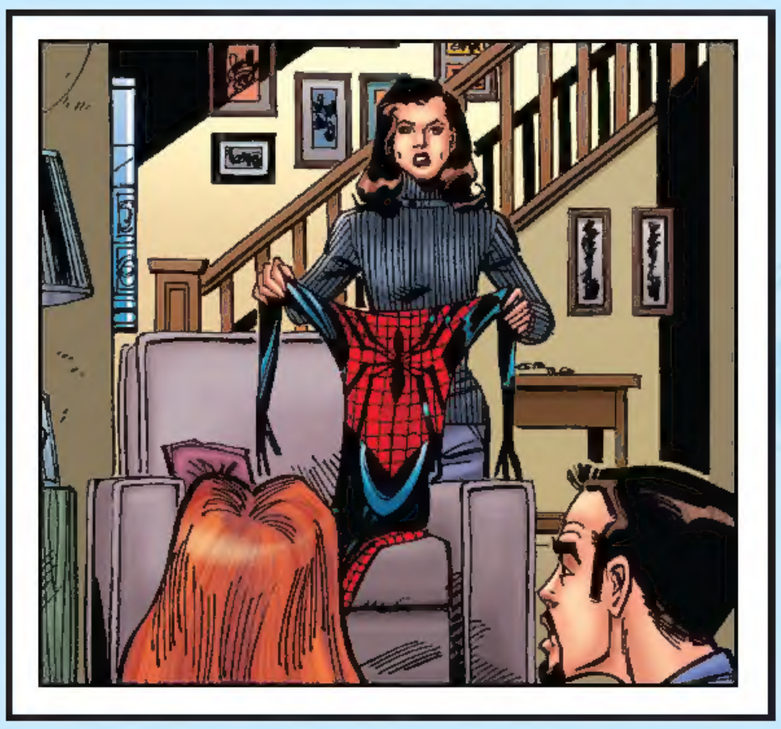
The daughter of Spider-Man, May "Mayday" Parker, has inherited her father's amazing powers. Possessing the proportionate strength, speed and agility of a spider, as well as the ability to cling to walls, she now follows in his web-lines.

the AMAZING SPIDER-GIRL

May "Mayday" Parker isn't your average sixteen-year-old. Her father--**Peter Parker**--currently works as a forensic scientist for the **Midtown Police Department**, but used to be the amazing **Spider-Man**. When she discovered that she had inherited her father's powers, May donned a costume and became the stunning **Spider-Girl**!

After May is almost killed by the **Hobgoblin**, her mother--**Mary Jane Parker**--asks her to give up being **Spider-Girl**. May tries to live a normal teenage life, dating **Gene Thompson** and running for student council.

After circumstances force her to return to wall-crawling, she obtains a disk containing the secrets of the deceased **Kingpin of Crime** and later turns it over to **Detective Vinnie Drasco**, not knowing that he secretly works for the **Hobgoblin**.



Tired of lying to her parents, **May** confesses that she has been web-swinging and asks their permission to continue as **Spider-Girl**.

The *Parker* residence, Forest Hills, Queens...

There's an *elephant* in our living room.

It only *looks* like my *Spider-Girl* costume--

--and it hasn't moved since I told my parents that I've been wall-crawling behind their backs.

My name is *May "Mayday" Parker.*

I am the daughter of *Spider-Man,* and I think I broke my family.

Everyone is tiptoeing around the elephant.

Trying to ignore it.

Afraid to acknowledge it.

Heck, we've barely said a word to each other all morning.

DAILY BUGLE

BOUNTY HUNTER

=Ahem=

I have to go to work.

Dad--?!

I'm very *disappointed* with you, young lady.

I know--

--and I'm *sorry.*

He'll probably ground me for life.

Not that I blame him.

I did betray his trust.

We'll talk when I get home, May.

I...

I know he used to support me and once believed that I had earned the right to be *Spider-Girl*, but--!

I do *get* it, you know.

I really *do*.

You may have inherited your powers from your father--

--but I had a hand in teaching you responsibility.

I know that the world will always need heroes like you.

I get it *all*.

I've lived with it most of my life.

It was different with Peter.

I knew *who* and *what* he was from the start.

I knew the ground rules before I got involved and I accepted the whole package.

But you're my little girl.

My baby.

If anything ever happened to you--!

What am I going to do? I really tried to hang up my webs and live a normal life, but something always seemed to--

ZEEEEEEEE

LADYHAWK 911...

My parents are already furious with me. One more mission won't hurt.

So I slip on my costume and race to the warehouse the *Ladyhawks* use as a base.

Hello?

Anyone here--?!

The Ladyhawks are twin sisters who share the same costumed identity.

Since they have often helped me, I can't refuse them.

I'm almost surprised to see you, Spider-Girl.

I heard a rumor you'd retired from crime-fighting.

Can't believe everything you hear.

Though the rumor may soon be true!

Long time, no see! How have you been?

Not well, I'm afraid.

W-what *happened,* Ladyhawk?

You might as well call me *Regina* since my Ladyhawk days are over for the foreseeable future.

The *Hobgoblin* did this to me. I'm sure you remember how he attacked me and *Rosetta* a few months ago.*

I suffered an injury to the spine and my prognosis isn't good.

Omigosh! I knew you'd been hospitalized, but --!

No one knew the full extent of my injuries.

Rosetta and I decided to keep them secret.

I only called you because Rosetta is on a mission of vengeance.

She's determined to hunt down the *Hobgoblin* and make him pay.

But she's no match for that *monster.*

Spider-Girl, I need your help to *stop* her--

--before she's *crippled* or *worse!*

*In *Spider-Girl* #98--Molly.

Police headquarters, Midtown South...

Talk about your weapons of mass destruction!

This blasted disk could take out the entire department.

It's supposed to name everyone who ever accepted a bribe from *Wilson Fisk*, the old Kingpin.

DRASCO

Why on earth did *Spider-Girl* dump it on me?

What'd I ever do to gain her trust?

RINNNNNNG!

This better be *good* news.

It is, *Drasco!* I am in excellent health, and I have another task for you.

T-that you, *Hobgoblin*?

Listen closely, Detective...I am meeting with the gentleman who controls the Harlem rackets later today.

Are you sure you want to do this, Roderick?

The man's a common street thug. He can't be trusted.

Could you please be quiet while I'm on the phone, Daniel?

If I want to replace the *Black Tarantula* as the new Kingpin, I must court the support of the independent crimelords.

Forgive me, Drasco! I was talking to my brother.

I will call with the exact time and place of the meeting as soon as it's decided.

I expect you to be on hand if things go wrong.

I know you will not disappoint me.

Midtown High, Forest Hills...

MIDTOWN HIGH SCHOOL

After seeing Regina, I really get where Mom's coming from--

--but I can't let fear rule my life!

Here it is, folks--my new *Spider-Girl* comic.

A guaranteed *double-bagger!*

Heather, is it true *Spider-Girl* saved you from *Hobgoblin?*

She sure did!

I can't believe *Jimmy Yama* is still hawking his stupid comic book. I know he and *Wes* put a lot of work into it, but--

Hey, May-- *wait up!*

I'm surprised you're already back in school, Heather.

I'm *fine*... thanks to Spider-Girl.

If she hadn't been there--!

Don't think about it! She was just doing her job.

And it's a pretty crummy one, if you ask me.

I mean, *like*, I know she's a super hero and all--

--but she could have been killed trying to rescue me.

I...I'm sure she knows what she's doing.

I just feel sorry for her family.

I can't even imagine the kind of stress they must be under.

Somewhere in the sewers beneath Manhattan...

I wish you'd reconsider this meeting, Roderick.

Even if you can convince this...this *thug*...to join you, you'll never be able to trust him.

I trust no one.

Not even you, brother dearest.

That's one reason why I insisted you move in with me.

As for ***Morgan,*** he is a businessman--

--and he will certainly appreciate all the advantages I offer.

East Harlem...

I don't get it, boss...

Why risk getting caught between ***Hobgoblin*** and the ***Black Tarantula?*** What's the upside?

More money.

Greater power.

A larger slice of the pie.

We have a responsibility to grow our business.

We need to put our egos on the shelf--

--and approach this meeting with open minds.

The business ***always*** comes first.

This could be the greatest *investment* of your life!

TOWN IGH HOOL

It's an instant *collector's item classic!*

Hey, ***Wes!*** I see Midtown's answer to *P.T. Barnum* is still at it.

Yeah, and it's starting to get embarrassing.

Already experiencing the dark side of *fame?*

Hardly! I'm just Jimmy's pencil monkey.

You don't get rich or famous drawing independent comics.

I never much thought about the real Spider-Girl while we were working on the book--

DOVER

--but now I realize that she doesn't need any grief from us.

Looks like some people appreciate your efforts.

I guess...

Can I ask you a personal question, Parker?

Depends on the subject.

I though you had that whole student council thing wired. Why'd you ditch the election?

You should mind your own business, Westin!

May doesn't have to answer to *you*--

--or *anyone* else!

She made her decision.

Live with it!

Whoa! Simmer down, Godzilla!

Tokyo didn't mean to offend you.

DOVER DEMONS

You're overreacting, *Gene.*

Wes and I were just talking.

If I came on too strong, I'll apologize later.

I'm just sick and tired of the way everyone's been second-guessing you...and criticizing you... and calling you a quitter.

It isn't FAIR!

As your boyfriend, it's my responsibility to defend you.

You can always lean on me, May.

I'll never let you down.

That may be the sweetest thing you've ever said to me, Gene Thompson.

I can be even *sweeter*...if you'll meet me at the coffee shop.

It's a date!

Unless my parents decide to ground me!

Basking in the glow of Gene's unconditional support, I sail through my afternoon classes.

Most of my friends disapprove of Gene because...*well*...he can be a real bubble-head at times.

They haven't seen *this* side of him.

He really seems to care about me.

After the school day ends, I switch on my cell phone--half-expecting, half-dreading the *grounding* call.

When it doesn't come, I slip into my webs--

--and head for the apartment of ***Daniel Kingsley.***

He may be Hobgoblin's twin, but he's been known to turn on his brother when the right pressure is applied.

Still another reason why I need Dad's support.

He's the only one who can whip up a fresh batch and--***uh-oh!***

Based on its lack of urgency, I doubt ***Hobgoblin*** is inside the apartment.

The trip takes a little longer than usual because I recently ran out of web fluid.

My ***spider-sense*** is tingling.

That means I'll probably find--

Ladyhawk!
Or should I call you *Rosetta?*
H-how do you--
You obviously spoke with my sister and she wants me to drop the *Hobgoblin* hunt.
Right and *right.*
Not gonna happen, Spider-Girl!
Now *that's* no surprise.
Can we at least discuss it?
I'm not interested in conversation.
Only REVENGE!
I owe it to Regina.
Even if she doesn't want it?
You don't understand.
How could you?
I convinced her to become a crime fighter.
I was supposed to protect her.
I FAILED!
I FAILED!

I do get it, you know.
I *really* do.
You *won't* back off.
You *can't* back off.
But you could let me *help*.
What do you say?
Deal!
Although you could have mentioned *that* in the first place.
I tried. You wouldn't listen.
This apartment's been picked clean.
Daniel's skipped, and I doubt he left a forwarding address.
He was the only lead I managed to dig up.
I hope you've got some bright ideas on how to proceed.
I'm kind of at a loss.
Me, too.
But I know someone who has his ear to the ground and owes me a favor.
Hello.
Can I please speak to *Detective Drasco?*
Is that really *you*, Spider-Girl?
I was just thinking about you.
I can't believe my luck.
The *Hobgoblin?*
Funny you should ask...
My pet cop heard of a meeting with a Harlem gang lord.
Time and place to be determined.
You know someone named *Morgan?*
Yes.
I do...

East Harlem...

Boss says the meet's supposed to be *weapons-free.*

Yeah, like we really trust a known psycho who needs to dress up in a gaudy costume to feel like a man.

Does that also apply to *women?*

I thought guys like girls in spandex.

I'm going to have to rethink my entire wardrobe.

÷GAKK÷

I-it's *Ladyhawk!*

You think she's thrown in with Hobgoblin?

What difference does it make?

BLAST HER!

KWOKKK!

÷ARRRK÷

Why do men always resort to *blasting?*

Whatever happened to *dinner* and a *movie?*

Remember me, Ladyhawk?

The person you were going to signal as soon as you verified Morgan's presence?

Oh, great! Another one of *those* people.

Talk about insensitive.

Costumed heroes have feelings, too.

We hate to be denigrated--

--or lumped in demeaning categories.

Please don't refer to me as one of *those* people.

I have a name.

Have the courtesy to use it.

Hit the ***ground***, Miss Manners!

I'm going to see if Morgan's home.

KRRRASH!

We have guests.

Stay behind me, Morgan! I'll handle 'em.

Be cool, Talon.

This visit is long overdue...

Guns DOWN, gentlemen.

This is no way to welcome company. We've committed no crimes and done nothing wrong.

Where are your manners?

Did anyone even think to offer these young ladies something to drink--*coffee, tea, Pellegrino?*

I am familiar with your illustrious reputations and it's an honor to meet you both.

I'm surprised to find a nice suburban girl like you in my neck of the woods, ***Spider-Girl.***

As for you, ***Ladyhawk...*** I had a hunch you'd drop in sooner or later.

Your costume bears a vague resemblance to the one worn by a hero who used to call himself the ***Falcon.***

He *died* quite some time ago.

Yes, and I believe you had more than a passing acquaintance with him.

:ahem:

I hate to be rude, but I have a full calendar. Can I ask the purpose of your visit?

We're trying to get a line on the ***Hobgoblin.***

There's a rumor going around that he's courting some of the local *businessmen* and may have contacted you.

You can't believe everything you hear.

If he had, why would it concern you?

The man ***crippled*** my sister.

Y-your *sister--?!*

Sometime later, in the Bronx...

So the meet's supposed to go down in that warehouse.

I can already tell you that Hobgoblin hasn't arrived yet.

You sure?

Positive! I can sort of... *sense*... danger.

That's why I doubt Morgan told us the whole truth.

He caved too quickly.

You once told me that your dad was a small-time criminal before he died.

Was he a member of Morgan's gang?

I...I guess you could say that.

What about your mother? How'd she react to Regina's condition?

W-we lost her a few years ago.

I...I'm so *sorry*.

Look, I'm not here to bond.

I don't want to talk about my family.

I need to concentrate on the business at hand.

The Hobgoblin is going DOWN!

What if something goes wrong?

What if you're *injured* or *worse*?

That's a risk I'm willing to take.

What about *Regina*?

You're gambling with her life, too.

Who's going to take care of her if something happens to you?

What's keeping him?

Where is the blasted HOBGOBLIN, anyway?

The warehouse district along the Hudson River.

I've heard great things about you, Morgan.

You're a man after my own heart. You always put your business first.

I believe we could form a very profitable association.

I'm afraid I've made a lot of mistakes in my life, Hobgoblin.

I allowed my business to come before the people I loved.

It cost me my wife and family.

I'm so pleased you accepted my invitation.

What do you mean?

I'm usually open to *anyone* or *anything* that can increase my profit margin--

Two blocks away...

What's keeping *Spider-Girl*?

She promised to call me back to get the details on the meet.

I wish I had her number, but she keeps it restricted and--

BWOOM!

PAKKA! PAKKA! PAKKA!

BWAM!

Sounds like *World War III*!

This is *Drasco*.

We have *shots fired* in the warehouse district. I need immediate backup.

But not *too* immediate...

--but I'm going to make an *exception* in your case.

The Bronx...
I'm starting to doubt the Hobgoblin's going to show.
He either blew off the meeting or Morgan pulled a fast one.
M-maybe he just wanted to keep us out of the line of fire.
Yeah, I'm *sure* that's it.
You think Morgan's worth another visit?
Probably not.
He'll just stonewall us.
Looks like we hit another dead end.
We're done here.
I assume you'll continue your hunt--
--no matter how it affects Regina.
Listen, I really do love my sister--
--but I have greater responsibilities.
The world needs heroes like me.
I have a sacred obligation to protect the innocent--
--and defend the helpless from monsters like *Hobgoblin.*
I can't let my sister come between me and my job.
No matter how much pain it causes her!

The sewers...

R-Roderick--?

D-did something go wrong?

You have an extraordinary gift for *understatement*, Daniel.

I might have been killed if the police hadn't arrived and distracted Morgan's men.

I thought Morgan wanted an alliance.

I'm just lucky Drasco was on the scene.

The man's worth his weight in payoffs.

"So did I...

"...I can't imagine what *changed* his mind."

The Parker residence...

I do *get* it, Mom.

I really *do.*

I finally understand what you've been going through.

I am so sorry for all the misery I've caused you.

It'll never happen again.

I promise to stop being *Spider-Girl* until you say otherwise.

May, I...

...I don't know *what* to say.

Say you'll forgive me...

...some day.

I'm going to go upstairs--

--and practice being *grounded.*

#8

NO ONE HURTS MY LITTLE GIRL!

STOP IT, MOM! YOU'RE EMBARRASSING ME!

It seems like a typical morning at the Parker home...

Anything special planned for today, *May?*

A math quiz I'm planning to ace.

Where's Dad?

He's on *12-8s* this week and won't be home for another hour or so.

It's a shame.

He's the only one who can get Ben to burp in the morning.

Feed him some of that stuff Dad calls *"chili"*.

He'll burp.

I hope your father has more sense than to give *that* to the baby.

We're talking about *Dad*, right?

Yes, everything *seems* friendly and normal...

It isn't.

An invisible barrier separates me from my daughter.

It has grown slowly over time and now threatens to overshadow all the love and respect we have for each other.

bread

My name is *Mary Jane Parker*--

--and I am the mother of *Spider-Girl*.

I knew that *Peter* was *Spider-Man* long before we fell in love and got married.

I accepted that part of his life.

For *better or worse.*

I spent years living in fear, knowing he was in constant danger.

His luck finally ran out and he was forced to retire when he lost a leg in battle.

I prayed our children wouldn't inherit his amazing powers--

--or be saddled with the crushing responsibilities that lurk behind them.

I was devastated when *May* embraced her birthright and assumed Peter's mantle.

That's why I was so relieved when she recently *quit* being *Spider-Girl* and I stuffed her costume into...

THE PLOT

Unfortunately, I realize it's only a temporary respite.

May can't change *who* or *what* she is.

Her sense of responsibility will eventually call her back into action--

--and the nightmare will begin anew.

While I turned to my son, Ben, May arrived in school...

MIDTOWN HIGH SCHOOL

She later told me her *spider-sense* began to tingle as soon as *Sara Hingle* approached her...

You okay, Sara?

N-not really, May.

I think I'm getting another migraine.

Been having a lot lately.

I can't explain *how* or *why* this mysterious sensation called the *spider-sense* actually works.

I just know that it somehow warns *Peter* and *May* of impending danger, and that's good enough for me.

Maybe you should see the school nurse.

I-it'll pass.

They always do.

I believe that's when May's boyfriend appeared.

Hey, beautiful.

I had a great time last night.

Me too, Gene.

Peter still has reservations about *Gene Thompson.*

I'm just happy May finally has a social life.

Any chance we can get together tonight?

Depends on how much homework we get today.

Can't you just blow it off for once?

Not with my DNA.

Of course, Gene's a typical teenage boy--all hormones and no brains--but I trust my daughter.

May has a good head on her shoulders and she instinctively knew her friend Sara was in trouble.

Something was seriously *wrong*--

=Arrrk=

--and was about to get *worse!*

H-HELP ME!

What the--?!

S-she's some kind of mutie.

Holy--!

She's going nuclear.

Mr. Kellinger, we need to clear the room.

NOW!

NOW!

Y-yes, of course.

I want everyone to proceed to the *exits* and act like this is a *fire drill!*

M-my head feels like it's about to EXPLODE!

I think you'd better find Principal Slattery, sir--

--and tell him to evacuate the entire building.

I-I can't leave--

"--not until my students are safe."

W-was that really Sara Hingle--?!

What the heck happened?

She's a freak.

A monster!

I've never seen anything like it, May.

May--?!

Where's MAY?

M-make it stop!

P-please make it STOP!

Try to calm down, Sara.

You're going to be fine.

You just need to relax.

LIAR!

I heard what they called me.

Freak!

MONSTER!

MUTIE!

I'm not going to be FINE!

I'LL NEVER BE FINE AGAIN!

KRAKK!

I've been informed by Mr. Kellinger that the situation could have been considerably worse--

--if not for your daughter's quick thinking.

VICE PRINCIPAL

However, I do wish she would have gone to the hospital with the other students.

If May says she's fine, Mr. Slattery, I believe her.

I'll even sign a waiver to absolve the school of any responsibility.

I just want to know what's going to happen to Sara.

May tutored her over the summer and she spent a lot of time at our house.

I also met her parents, and they're good people. They don't need this kind of grief.

No one does.

Sara has been sedated and taken to a local medical facility that specializes in these types of events.

If they determine she's not a danger to society or herself, her parents can enroll her in an academy for people with special abilities--

--or continue her education at Midtown High.

Although my office has already received a flood of calls and e-mails from concerned parents--

--who don't want their children exposed to any super-powered *"aberrations of nature"*.

I...I'm sorry to hear that.

You have no idea how closed-minded some people can be, Mrs. Parker.

Slattery's words are still burning in my ears when we exit his office...

OFFICE

Hello, Mrs. Parker. We heard what happened, and we wanted to make sure May's all right.

She'll be fine, *Courtney.*

Did Sara really attack you, Mayday?

Absolutely not, *Davida!* She was terrified and didn't know what she was doing.

Peter was a loner in high school and I moved from school to school--

--but our daughter is blessed to have such wonderful, caring friends.

Poor Sara! I can't imagine what she's going through.

It must be so horrible for her.

It wasn't exactly a picnic for the rest of us either.

You didn't see that *freak,* **Heather.**

Sara's no *freak,* **Thompson.**

She's the *victim* here.

Yeah, well, that *victim* totaled a classroom and could have killed *me* with her weirdo energy bands.

Like that'd be a *loss.*

I don't need your noise, Kirby. I'm worried about my girl.

You okay, babe? I lost you in the mad stampede.

I stayed behind to try to help Sara.

We're going to visit her now.

Really? I...I wish I could join you...but...*uhhhh...* my dad wants me to get checked out at the hospital.

I'll... *errrr...*call you later.

Sure.

Later.

FFI

Medical facility, my butt.

It was more like a detention center--

--and they refused to let us see Sara.

I might be able to use my police contacts to get you in.

From your description, it sounds like the poor girl didn't even know she was a mutant.

I have experience with this type of situation.

We'll discuss it when your mother gets off the phone. She'll want to hear my opinion.

I guess...

I keep getting a busy signal every time I try calling *Duane* and *Cindy Hingle*.

They probably took the phone off the hook, so I'll just pop over there.

Sounds like a plan. I'll join you.

Whoa! You guys really think you should barge in on these people? I'm not sure I...

They could use a little support about now.

I guess it's just us, tough guy.

Would you like to hear your old man's opinion?

:Burrrrrppp:

Here you go, Dad!

It's bonding time.

Thanks for coming, Mary Jane.

You can't imagine the awful phone calls we're getting about our daughter.

I'm so sorry to hear that, Cindy. Do your best to ignore them!

You know your Sara.

We *thought* we did.

But that was before she *embarrassed* the whole family--

--and exposed us to who knows how many *lawsuits.*

This is not an act of rebellion, Duane. It's the way she was born.

How is that even possible? There certainly aren't any muties on *my* side of the family.

It's like I don't even know my own daughter anymore. She's living a life I can't even begin to understand.

It isn't fair. I don't know how to deal with *any* of this.

She's still your Sara, Duane. That part hasn't changed.

That's so easy for *you* to say...

What if your daughter was the *freak?*

The MONSTER with strange powers?!

I used to *like* Duane Hingle, but he's suddenly talking like a brainless bigot.

The man is *scared*, Mary Jane.

Fear can warp the best of us.

A child deserves *unconditional* love and support from her parents.

Sara's situation won't change because Duane can't cope.

She didn't *choose* her destiny.

It chose *her*.

Man, this conversation's starting to sound familiar.

Tell me, hon-- we still talking about *Sara*?

Peter Parker, you've been married long enough to know better than to psycho-analyze your wife when she's holding a weapon.

So you'd like to believe.

I'm serious.

This thing between Sara and Duane bears absolutely no resemblance to the one between May and--

--*me*.

P-Peter... we need to talk.

This about Ben and the chili?

No, it concerns *our* daughter...

We talk until Peter leaves for work, and I spend the rest of the night fretting...

Hey, May...

MIDTOWN HIGH SCHOOL

What's the story, Gene?

I thought you were going to call me.

Sorry about that! I spent most of the night reassuring my dad that I was okay.

I want to apologize for yesterday's attitude.

I don't know what I was saying.

I must have been suffering from shock or something.

You're forgiven. And I'll even give you a chance to redeem yourself.

My lab partner and I have to finish a few experiments after school.

Then I'm going to try to visit Sara again...

Gee...I...I'm afraid I...I've got a pile of homework tonight.

How's about I see how things go and check in with you later?

Sure.

Later.

While May attends school, Peter returns from work.

As we renew the previous night's conversation, I wear down the carpet in front of the hall closet.

He eventually settles down with Ben--

--and I decide to *open* a few doors.

Hello--?!

PRIVATE
NO ADMITTANCE

Can anyone hear me?

Where are my parents?

Let me out of here!

I need to go HOME!

I want my old LIFE back!

I hope I'm not troubling you, Cindy. I tried calling but--

I'm so glad you're here, Mary Jane. Someone needs to talk sense into Duane.

He's about to make a dreadful mistake.

Mrs. Parker, I wasn't expecting to see you here.

I told you I knew the family, Mr. Slattery. Mind telling me why Cindy's so upset?

Don't act so innocent! I'm sure she already blabbed the news!

I'm packing Sara off to one of those boarding schools for gifted muties.

Those science labs took a little longer than expected.

No biggie.

I'll find a way to see Sara tonight one way or--

Sara--?!

W-when did you get out?

Talk to me, Sara!

Why aren't you in the facility?

What happened?

T-they realized it was all a big mistake.

You can tell everyone I'm cured now.

I'm *not* a freak anymore.

I already heard your opinion, Parker. You don't have to repeat it.

I'm sure you can find your way out.

There's no call to be rude, Duane. Mary Jane is just trying to help.

Who asked her?

I'm already under enough pressure. I don't need this woman judging me.

You don't understand what we're going through, Parker.

Don't pretend you do!

Just leave us ALONE!

T-they don't release people and make them walk home.

Where are your clothes?

Why didn't your parents pick you up?

Everything's *fine*, May.

You just have to trust me.

I know what I'm doing.

Hold up a sec!

I'm only trying to *help*.

I don't need *help*.

I'm FINE.

Leave me ALONE!

I'm going HOME--

--so you'd better get OUT of my way!

=UFFFT=

You need to get your *fear*, your *anger* and your *powers* under control.

Please, Sara! I know you.

You don't want to do something you'll regret.

You're really starting to scare me, Sara.

There are *words* for people who use their powers to lash out at the world.

And they're *not* complimentary.

What's it going to be, Parker?

You leaving on your own or do I toss you out?

Most of our neighbors won't even look me in the face.

You have to stop shouting down the people who are trying to help.

I don't want to send my baby away.

I want her BACK.

Duane, for Sara's sake...

For *mine*...

Please *listen* to Mary Jane.

That's ENOUGH, Duane!

Mary Jane is the only one of our friends who came to our aid.

Whether you admit it or not, *we need HELP!*

SHUT UP!
I've heard enough canned patter.
I couldn't care less about controlling my powers.
I just want them GONE.
I'm afraid that's not an option.
They're part of you--
--and you can't run away from yourself.
Duane, you're not the first parent who's disappointed in the direction your child's life has taken.
I can't tell you how many times I wanted to lock my own daughter away until she's thirty.
Life happens.
Children grow up.
They live their own lives--
"--and some suffer tragedies."
I just want to be normal.
I hate being a FREAK!
Every kid in Midtown feels the same.
We're all freaks in our own way.
We just have to learn to live with our individual quirks--
--and accept ourselves.
Being a parent isn't about coping.
It's about supporting.
Our children will always be our children--

"--no matter *who* or *what* they become."

H-how did you get past my--

You have POWERS, too!

You're just like me.

That's what I've been trying to tell you.

You're not as alone as you think.

I just hope I can trust you to keep my secret.

Sara is your daughter, Duane. You have the power to decide where she goes to school--

--and how she'll learn to cope with her new life.

With that power also comes a great responsibility.

I...I always wondered why you quit basketball and the student council race...

M-May, is it really possible for me to live a normal life?

Can you help me fit in?

I...

I can *try*.

Please, Duane...

Please don't send my baby away.

Okay, you've said your piece. Now Cindy and I need to make some hard choices.

T-thanks for coming.

You were very persuasive, Mrs. Parker.

Yeah, for all the good it did.

You can only try your best and--

Hey, everybody.

Look who I found--!

Oh, sweet-heart!

I missed you so much.

D-do I have to go back to that terrible place--?

Some stories end happily.

Others...

Well, maybe they just need a little more time.

Mrs. Parker, you were very impressive today.

We haven't always agreed in the past, but I have grown to respect you.

Same here, Mr. Slattery. I know you really care about your students.

Have you ever thought about becoming a guidance counselor?

Midtown could use someone like you.

A-are you serious?

We'll talk.

My! My! You and Mr. S. certainly got chummy. Is he going to be my new daddy?

Depends on how he stands on chili and babies.

Seriously, Mom...

...you're not really thinking about working at my school?

Would that be so horrible?

We could walk to school and have lunch together every day.

When you put it that way-- *ABSOLUTELY!*

Although I really want to thank you for having Sara's back.

I know you always have mine.

Do I?

I'm not so sure.

Your father and I have come to a decision.

This thing with Sara has helped me to finally understand what you've been going through.

You were born to be SPIDER-GIRL.

I am so sorry for all the misery I've caused you, hotshot.

It'll never happen again.

Mom, I...

I don't know *what* to say.

Say you'll forgive me...

Some-day.

Now I'm going to go upstairs--

--and discuss *chili* with your father.

#9

CONFIDENTIAL

AGENT OF S.H.I.E.L.D.

WHAT IS THE SECRET OF SPECIMEN 297?

Brooklyn...

Why base yourself in an abandoned amusement park?

For one thing, it was *free.*

Confiscated in a *RICO* case.

It also provides privacy and space to train my team.

I've heard a number of conflicting reports regarding the reliability and effectiveness of your operatives, Weadon.

Are these the *best* you have?

They're *all* I have at the moment, Agent Hill.

Are we having *fun* yet, Killerwatt?

You're an *idiot,* dude.

You should be drawing the fire *away* from me.

But then *I* wouldn't be having any fun.

Ah wish y'all would just *shut up!*

Y'both talk too much.

"As you already know, this team is part of a classified program designed to allow convicted super-villains to serve their prison time in government service.

"While one of my former operatives did go AWOL, two others completed their commitment with honor."

"My current roster consists of the super-strong *Earthshaker*...

"...the pliable *Mr. Abnormal*...

"...the electrically-charged *Killerwatt*...

"...and, of course, the former super-assassin called *Kaine*."

I've read their dossiers, Weadon.

I'm not impressed.

But my superiors have a mission for you.

It could be a real *career-maker*...or *breaker*.

I'm not sure this team is prepared to--

I don't remember *asking*, Weadon.

You will be responsible for safeguarding an item code-named "*Specimen 297*".

I'll email you the details later.

What did the lady from S.H.I.E.L.D. want?

How did you-- *never mind!* Just tell me the team is field-ready.

You want me to lie?

They're arguably more powerful than the last bunch, but I don't know how they'll react under fire.

They could easily desert or turn on me.

If this mission is important, we should bring in an outside operative.

Someone I can trust to watch my back.

Oh, no! I hope you're not suggesting--

Forest Hills...

My name is *May "Mayday" Parker* and I am the daughter of *Spider-Man.*

Today is--*literally* and *figuratively*--the first day of the rest of my life.

I've finally made peace with my parents.

Finally have their permission to be *Spider-Girl.*

Finally got my dad to whip up a fresh batch of web-fluid.

I'm totally in my zone--*feeling loose and slamming heat!*

SPECIMEN 297!

Okay, maybe there are a few dark clouds on the horizon.

The *Black Tarantula* has become the new *Kingpin of Crime.*

The *Hobgoblin* is still on the loose.

MIDTOWN HIGH SCHOOL

And there's never a shortage of big bads when you're a friendly neighborhood web-slinger.

No biggie-- *that's the biz!*

I finally caught up on my homework and I'm prepared for all my classes.

So I'm going to ride the moment and enjoy myself.

EXIT

I see I'm not the only one who remembered *School Spirit Day.*

The student council election is only a few days away--

--and the big home-coming dance is just around the corner.

Yo, May--!

Got a minute?

I certainly do, Davida.

I was hoping we could get together before class.

You and I can talk later. We got another problem now...

Little Miss Courtney is about to make a total fool of herself.

She's just following her heart, Davida.

Please don't encourage her, Heather.

Mind telling me what's going on?

Our girl's planning to spring a surprise visit on her *ex*.

Moose Mansfield is not my *ex!*

Not *officially*.

You tell her, girlfriend!

Oh, great! Moose went to live with an uncle when his dad was diagnosed with cancer, and Court hasn't heard from him in weeks.

I was talking with Brad Miller and he told me that Moose will be at the Midtown Medical Center later today.

I'm going to see him and find out where we stand.

If we're really *over*, I need to hear him *say* it.

Where's your pride, girl? Just cross him off and move on.

If you still care for him, *fight* for him.

Moose must have a reason *why* he hasn't called.

Are you serious? Boys don't need *reasons* for their actions.

They're BOYS!

You've been dating the wrong guys, Davida.

You want company?

No, this is something I have to do on my own.

Manhattan...

I can't do this alone.

I thought you were a *team player* these days.

Depends on the team.

Can I count on your help, Darkdevil?

What can you tell me about *Specimen 297?*

Not much, I'm afraid. Called in every marker I had.

All I could learn is that it's some kind of ***bio-weapon...*** of the *mass destruction* variety.

If it's that dangerous, why bring it to a densely populated area like New York?

Government lab wants to study it.

Believes it may also have some medicinal benefits.

Terrific! A bio-weapon that ***heals*** as it ***kills.***

What will they think of next?

Your transport route cuts right through Spider-Girl's turf.

You planning to invite her along?

Absolutely not.

I don't want her anywhere near *Specimen 297.*

You in?

Keep me *out* of it.

IDTOWN HIGH CHOOL

C'mon, Brad! Jimmy and I just want to know what you told Courtney.

She's really hurting, man.

You don't have to tell me, Yama.

So is Moose! He's carrying a pretty heavy load.

Look, the big guy and I go back a long ways. We've been in touch ever since he moved to Jersey.

He doesn't need any additional grief.

I never should have mentioned he'd be at the Medical Center.

What's the deal with him and Courtney, anyway?

Beats me.

That's their business...

I mind my own--

--and I wish others would take the hint.

Not much of a *chip* on his shoulder.

Can't really blame him.

He's protecting his friend's privacy.

I'm just worried about Courtney.

Yeah, me too.

So how about you?

You going to *Homecoming* with Gene Thompson?

If he's lucky...

And if he asks me.

Having second thoughts?

I believe May's earned the right to web-swing, Mary Jane.

I just want to make sure you're comfortable with our decision.

If you're asking me if I'm going to continue worrying about her...

...I doubt that will *ever* stop.

I'm just going to take it one day at a time, tiger.

I've marched in too many pro-Spider rallies to have my daughter think I'm anti-webs.

Things will work out as long as she doesn't take any unnecessary risks and--

RRRRING!

Mr. Slattery, what a pleasant surprise!

What can I do for you today?

You can tell me you've been giving serious thought to our recent conversation.

Why is the vice-principal at May's school calling?

Is she in trouble again?

No.

Th-that wasn't about her.

He offered me a *job* at Midtown.

Kennedy Airport...

Pretty big container for a *specimen.*

Just put it in the armored car.

You'll be riding shotgun with me, *Earthshaker.*

Killerwatt and *Mr. Abnormal* will baby-sit in the back.

STAND CLEAR

USA

Awwww, man! Looks awfully claustrophobic.

But still preferable to a cell in solitary.

A little to the left, muscle-head.

I like to stretchhhhh my legs.

Saddle up, team!

Everyone knows the route.

Let's do this!

Kaine was right to be concerned.

If this is a S.H.I.E.L.D. op, why aren't *they* handling security?

Something doesn't smell right.

It's all very *suspicious*, if you ask me...

DTOWN HIGH

I know I'm going to regret asking, but what are you talking about, Simone?

Courtney Duran seems to have vanished.

I saw her in a morning class, but she just missed French.

Do you think it's possible she cut class?

Maybe she isn't feeling well.

What do you think, Lindsey? Should we stop by the nurse's office *before* we report her to Mr. Slattery?

Good idea, Simone! We'll see the nurse, then Slattery.

What is Courtney thinking? She *never* ditches school.

She's obviously headed to the hospital.

Hey, May-- what did *Simone Bar Sinister* want?

Should I call Court and give her a heads-up about Simone?

I saw you rolling through the quad this morning.

You looked like the weight of the world's been lifted off your shoulders.

Hit the road, weirdy.

Huh?

Oh...hi, Gene... did you just say something?

Uhhhh... *yeah!*

I said I saw you earlier and you looked like the weight of the world's been lifted off your shoulders.

How *sweet* of you to notice!

Yeah, I came to a bit of an understanding with my parental units last night.

MIDTOWN MEDICAL CENTER

C-Courtney--?!

Do you know that girl, Maurice?

Uhhh...

Yeah.

Forest Hills...

So how long yah been Weadon's lapdog?

Long enough.

Why'n yah just break'im in half and make a run for it?

Maybe I got tired of looking over my shoulder.

Maybe I just like working for the angels.

FYI, one of your predecessors did try to desert.

I hunted him down and sent him to intensive care.

DRUGS

I won't be as *forgiving* next time.

Courtney isn't answering her cell.

I'm finished with classes, so I might as well catch her at the hospital.

I really do hope that things work out with her and--*uh-oh!*

My *spider-sense* is warning me of danger--

--*beneath me?!?*

Spotter reports the convoy's nearing the intersection.

Trigger the stoplight.

Triggered! Pedestrians are in the crosswalk.

Signal the truck and stand by for my command--!

"Ready.

"Set.

"GO!"

KEEEEEEE

RASS

SHH!

Th-that moron ran the light!

Use your head, man!

We're under attack!

W-what was that sound?

And why the sudden stop?

You sure you're a super-criminal, Killersnot?

Call me crazy, but I'd lay odds we're about to have--

SHROOOOM!

--visitors.

=ARRRK=

BWUMPH!

Th-they're dropping *gas grenades!*

GO! GO! GO!

We need to secure the cargo at all costs.

Sure, y'all go play hero--

--and maybe Ah'll get t'be the new boss man.

Seems you were right about that back-covering thing.

You clean the rooftops?

Only the ones on the right side of the street.

I couldn't reach the left before the shooting started.

Any more heroes joinin' the party?

Hurry!

Contact in ten seconds.

I only need five.

SKWOOMP!

=unnnn=

Gameball acquired.

Repeat: Gameball's a go!

Deploy decoy units!

Primary team withdraw-- NOW!

HSSSSSS!

No!

NO!

NOBODY STEALS FROM ME!

I don't care about Weadon or his stupid program.

I'm just playing for pride, boys.

You guys shouldn't have--

:GAAK:

ZZZZIT!

G-get th-this o-off m-me!

Awwwwww... but then I wouldn't be having any fun.

KWOOM!

Oops!

Tunnel's secure.

Stay sharp, team!

Check for any signs of pursuit.

Do I count?

Pardon my feet, but it's a little cramped down here.

=Unnnh=

Listen, fellas--

BUHDA BUHDA

--I'm going to try to keep my booties dry.

There's no telling what's in that gunk.

If you cooperate, I'll only slap you *once*.

BUHDA BUHDA

Otherwise, I'll go all *Tarantino* on your butts.

TWAMMM!

=ERRK=

I don't know *what* you stole--

--but it's going back to its rightful owners.

No, you don't under--

=UFFT=

The commander's down.

Take out the hostile!

Full suppression fire!

We'll pin her to the wall!

This is just *great!*

My parents said I could return to web-swinging *if* I stayed out of trouble--

--and *didn't* take any unnecessary risks!

Arrgh! I try to be good.

If you want your ball back so badly--

-CATCH!

I've got it!

Careful! She's just trying to distract you.

Secure *Spider-Girl*--

"--and we can retrieve the *gameball* later."

CHK!

PLASSH!

ARRRGH!
S-spider-sense going ballistic!
W-what could be so dan--
Plant her!
B-but she looks like she's having some sort of seizure.
We can always administer CPR later.
It could be another trick.
Hand check, boys!
Someone's getting a little too friendly.
I'm really cheesed now.
Stand down, Spider-Girl.
You've already caused enough damage.
You seem to be under the mistaken impression that we're the bad guys.
I am the *Contessa Valentina Allegro De Fontaine.*
Not only have you inadvertently interfered with a top secret S.H.I.E.L.D. operation, but--
We have a ***problem,*** commander.
One of our stray shots must have pierced the ***gameball*** and--
No!
Dear God...
...no.
Mind telling me what's going on?
What the heck is this ***gameball,*** anyway?

"It could very well end the *game* between *life* and *death*.

"It is a living weapon of mass destruction.

"It cannot be controlled.

"Its appetite for murder is unquenchable and it kills indiscriminately.

"The public believes it was destroyed over a decade ago...

"...but it has been hidden in a top secret government laboratory all these years.

"While the eggheads studied it and tried to harness its power, it has quietly bided its time--

"--waiting to be reborn--

"--so that it could unleash CARNAGE on an unsuspecting world!"

#10

CARNAGE IS HERE!

Midtown High...

Cougars rule!

Central High is gonna crush Midtown on Sunday.

Those weenies will go ballistic when they get a look at Smiley.

SKRU-TCCH!

W-what the--?!

You really want to freak out the Midtowners?

Serves 'em right.

Forget the effigy!

LET'S USE REAL CORPSES!

Who wants to show his school spirit--

--and be the first to volunteer?

Holy--!

H-he's crazy!

Run, Mindy-- RUN!

And so ARE--

No! NO! W-we can't kill this poor girl.

Why not? Killing is fun.

What kind of monster are we?

The killing kind.

W-we need help and there's only one person we can trust.

We must find her.

Looks like chivalry is dead, honey.

D-don't leave me, Kyle!

KYLE!

Only she can save us...

Comes the CARNAGE!

Forest Hills...

My name is *May "Mayday" Parker* and I am the daughter of *Spider-Man*.

A few days ago I promised my parents that I wouldn't take any unnecessary risks as *Spider-Girl*--

--and now I find myself in the *sewers*--

--looking for an unstoppable *bio-weapon*--

--with a rogue team of *S.H.I.E.L.D.* agents.

Yo, Contessa! Is there anything else you can tell me about this mysterious *Specimen 297*?

Like--*oh, just for argument's sake*--why you tried to *hijack* it?

I'm afraid that information is classified.

Classified--?!
That may mean something to *your* crowd.
It ranks far below *"Dry Clean Only"* for me.
Spread out, men!
Cover every possible exit!
We must secure the *Specimen*--
--before *Agent Hill* can reacquire it.
Aye-aye, Commander!
What about *me,* boss? What's my assignment?
I do not mean to offend you, *Spider-Girl,* but you have already caused enough harm.
Specimen 297 never would have escaped if you hadn't interfered.
Silly me! I thought I was preventing a robbery.
Things are seldom what they *appear* in my world.
Go...and be thankful that *Specimen 297* is no longer your concern.
But--
ZEEEEEEEE
She doesn't mean to offend...
Riiiight!
Hello--?!
Mayday, we have a problem.
Davida--?
Yeah, I'm with *Courtney* at Café Indigo.
She caught *Moose* with another woman and she's having a melt-down.
I...I'll be there as soon as possible.
First, I'm going to web-swing around the neighborhood--
--and see if my *spider-sense* can zero in on a certain murderous bio-weapon.
Not that I want to *offend* anyone!
Much.

Meanwhile...

Move along! There's nothing to see here.

Have a heart, pal, and give us a comment.

You already got it, pal-- move along!

This is Tiffany Bright in Forest Hills.

I'm on the scene of an apparent armored car robbery.

Details are still sketchy, but according to eye-witness reports a gang of heavily armed gun-men...

7

What a circus!

And there are too many clowns wearing sunglasses after dark.

The area's crawling with spooks.

Why wasn't I notified the govern-ment was conducting an operation through my neighborhood?

I'm not at liberty to disclose that information due to national security concerns, Captain Ruiz.

Can you at least tell me *what* was stolen?

I'm not at liberty to--

How about your name?

I'm not at liberty to--

I'll settle for your hairdresser. Her, I definitely want *off* the streets.

T-the police might have aided us, Agent Hill.

I...I don't understand why you didn't cooperate with them.

And that's precisely *why* your career's in a holding pattern, Weadon.

You and your team of misfits were supposed to guarantee security.

My report will make that perfectly clear.

Where are your people, anyway?

T-they're still in the sewers--

"--on the trail of the *hijackers!*"

Ah jus' gotta say...these boys surely did come *prepared.*

Yeah, for once I agree, *marble mouth.* It's like they had weapons specifically designed to take *us* out.

Any idea which tunnel they took, Darkdevil?

It appears they used them all, Kaine.

An interesting theory...

Remind me to ask about it when we catch them.

However, I did find one interesting clue...

Appears they ran into an old friend of ours.

Wonderful.

Just wonderful!

Bad enough I can't find any sign of Specimen 297--

--the Contessa and her crew seem to have vanished, too.

I suppose I could return to the scene of the crime--

--but, even from a distance, I couldn't miss the massive police presence--

--and I know my dad's working nights this week.

Might as well take the Contessa's advice and forget all about *Specimen 297*--

--at least for the next *few* hours.

I need to switch into my civvies--

--and join the girls at *Indigo*.

Go ahead! Tell us what you saw...

I-it was horrible. I went to the *Midtown Medical Center*.

I was hoping to confront *Moose* and find out what was going on with our relationship.

He was there with another girl and--

The dirty, two-timing DOG!

Let's not rush to judgment, Davida.

Moose could be perfectly innocent.

Yeah, a teenage boy with another girl--I doubt ***innocence*** ever factors into that equation.

W-why does this place seem so familiar? We've never been here before.

CAFE INDIGO

Yes, we used to spend many hours here--

"--with our friends!"

I'm just saying we give him the benefit of--

Figures you'd defend Moose! You're always taking his side.

Ladies! Ladies!

You didn't let me finish.

No matter what happens between Moosie and me, I've always trusted him.

It wasn't the other girl that upset me.

It was the sight of his ***dad***-- lying there-- *obviously* ***dying!***

My reasons for being there suddenly seemed so petty.

I finally understand why Moose was too busy to call me.

I can't blame him for being distracted.

I feel so ashamed.

Y-you didn't know, Courtney. It's not your fault--

Oh, no!

My ***spider-sense*** suddenly kicks into overdrive, warning me of incredible ***danger*** and--

Time to kick-start the party, kiddies.

Who's up for a little *chaos* and *CARNAGE?!*

Get down, Courtney!

Ohmigosh! Whoever this creep is, he's standing between me--

--and the backpack that's holding my costume.

Should have known *Central* would pull something before the big game!

You *Cougars* are messing with the wrong school.

You shouldn't go busting up our hangouts.

Okay, we'll concentrate on *you!*

You made a big mistake, Kordell.

You too, Jose.

We hate the Central High Cougars even more than you do.

No! NO! I won't let you kill these guys.

Why not? Blood is tasty in the evening.

Like a coppery milkshake made from pennies.

Mmmmm! Doesn't that sound yummy?

--have a decaf *Mocha Latte* on me!

ARRGH!

If you're so thirsty--

Oh, the pain--!

The agony--!

The utter cliché of it all.

Congratulations, toots! You just moved yourself to the top of our hit list.

Y-you can't hurt her! She's the only one who can save us.

?!

Speak for yourself!

Saving is for sissies!

He's getting ready to spring.

Gotta time this just right--!

Whoa! Parker must be totally juiced to make a leap like that!

KRASHHH!

Wheeee! This is so much more fun--

--than being locked in a test tube.

We really should rescue all our brothers and spread the joy.

There are *more* of you--?!

Yes, the scientists broke us into itty-bitty pieces and--

NO! You can't--!

Wait! We can't--!

You'll feel better after you've finally sampled *slaughter.*

It's very invigorating!

H-how can I expect her to help me--

--when I can barely restrain myself?

Maybe you should start with some strangers--

--although most mass murderers I know tend to prefer loved ones.

Got to reach my backpack and--

Hold on, May! This is no time to play hero.

The police can run down Mr. Frightface.

We should make sure our classmates are okay.

Uhhh... *yeah*...you're right, of course.

ZEEEEEEE

I'll be with you as soon as I take this call.

That creature--was that Specimen 297?

Brooklyn...

Impossible!

Spider-Girl may have been an annoyance in the past--

--but I can't believe she'd help steal *Specimen 297.*

I volunteer to bring her in for questioning.

Me, too--

--an' Ah hope she *resists.*

We don't know the extent of her involvement, sir. She might have been trying to stop the actual perpetrators.

Bring her in! If she has nothing to hide, she has nothing to fear.

Finding her could prove difficult.

She's a masked vigilante with an unknown identity.

It'll take a lot of subtle detective work, hours of surveillance and just plain luck to locate her.

I don't care what you have to spend or how long it takes.

Find her!

Just DO it!

Subtle detective work--?!

Too much, ***huh?***

Especially since we both have her on ***speed dial.***

I've already arranged a meet.

Wish I'd thought of that.

Explains why you never made it as a big-time costumed vigilante.

I thought it was because I don't wear a mask.

Don't confuse discrimination with good taste.

With a face like yours, a mask would only be an improvement.

Twenty minutes later...

CARNAGE--?!

I take it you recognize the name.

Unfortunately.

He's a deadlier, more uncontrollable and powerful symbiote than our old friend *Venom.*

I knew the thieves were somehow connected to S.H.I.E.L.D.

You don't get chased by those jokers across five continents without recognizing their moves.

The only thing going for us is the fact that *this Carnage* is only a chip off the original block.

God help the world if there's another 296 of them running around.

Why would they transport such a lethal biohazard through a populated area?

The eggheads believe it may also have medical benefits and wanted to study it at a nearby laboratory.

So much for that idea!

Still, someone with a lot of clout must have approved this operation...

Washington, D.C...

You assured me that there was absolutely no risk to the public.

It appears I was **mistaken,** Mr. President.

If this ever gets out--!

I'm sure you're aware of the fact that key members of the opposition's party have been suggesting that we drop little ***Carnage bombs*** on enemy countries.

I only agreed to this operation because any possibility--no matter how faint--of a cure for cancer has to be explored.

Sounds like you're already preparing your defense, President Bridge...but don't give up hope!

I believe we can still recover **Specimen 297** before any lives are lost.

Need I remind you of the **United Nations** position on bio-weaponry of mass destruction?

No, and I pray that we haven't accidentally unleashed one in our own country.

"My best agent is already on the case."

We may be in luck, gentlemen.

A creature matching the description of ***Specimen 297*** was spotted at a place called ***Café Indigo.***

Forest Hills, the next morning...

Odd!

I never met *Carnage* before last night--

--but something about him seemed *familiar.*

It's like I should have recognized him...or her.

I know that's ridiculous.

Although he did call Kordell and Jose by name.

It was federal one-upmanship at its worst.

Something *wrong,* Dad?

Your father ran across some annoying federal bureaucrats last night.

That's putting it *politely.*

Not only did they freeze us out of the armored car heist, they also hijacked the *Café Indigo* investigation.

W-why are the Feds interested in *Indigo?*

I'll let you know when I find out.

Should I tell him about *Carnage?*

Nah, no sense ruining *his* day.

You want to walk to school or should we drive?

Y-you're coming with me?

Don't you remember? I told you that I was meeting with *Mr. Slattery--*

"--to discuss the *job* he offered me!"

MIDTOWN HIGH SCHOOL

Slattery's *smiling?*

I didn't know he could smile.

Mrs. Parker! I'm so pleased to hear that you're seriously considering my offer.

I'm just flattered you asked me, Mr. Slattery...and please call me Mary Jane.

That's Parker's mom?! She's *hot.*

Slattery's *smiling?* It's the end of the world as we know it.

Please, let me show you around.

It will be my pleasure.

Looks like somebody's worlds are colliding.

I knoooow.

What's the dirt, girl?

He asked my mom to be the new guidance counselor.

You've got to be kidding.

I wish.

The new Carnage could be someone I know--

--and Mom may work in my school.

Could my life possibly get--

"--any *worse?*"

We smell a *baby*--

--and nothing is more delicious than *innocent blood.*

Easiest diaper change ever!

You know, Benny-boy, I know you miss my special chili, but I'm afraid your mother was right--

BABY

Wha--?!

Oh, *no!*

NO!

Something tells me we'd better head for the attic, kiddo.

We'll slip out the rooftop exit and--

Good afternoon, Mr. Parker

Carnage--?!

In a manner of speaking...

We don't mean to intrude upon your quality bonding time--

--but can you please *pass* the baby?

A few hours later...

Did the other kids give you a hard time about me being with Slattery?

I...*uhhh*...did have to field a lot of embarrassing questions.

So how did things go?

He made me a concrete offer. The job's mine if I want it.

W-what did you tell him?

I said I'd get back to him. I want to make sure you're all right with it.

I know what I *should* say...

Instead, I equivocate, beginning sentences that never end until...

Mom, LOOK--!

Our *house--!*

Someone busted in our front door and... *no*...it was busted on the way *out*.

A-are you getting any *tingles?*

No, I don't sense any danger. I'm going to look for *Dad* and *Benjy*.

You take the second floor. I'll search the first and basement.

There's no sign of them upstairs, Mom.

Mom--?!

W-what is it? What's wrong?

I...

I found a message--

HELP ME

--and it's written in *blood!*

#11
RON & SAL

THE BOUGH BREAKS!

Rock-a-bye, baby--in my sharp claw. Guess who will soon-- be covered in gore.

W-we can't kill a baby.

Wanna bet? We love the subtle bouquet and delicate flavor of innocent blood.

P-please don't hurt my son.

I-it's me you want.

My! My! Aren't we a little full of ourselves.

Sorry, Mr. Parker! You don't even make our TOP 100.

Your *daughter* is the one we crave.

M-May--?!?

Why? What's your interest in her?

We need her help--

--and we also want to kill her.

W-what's with the two different voices?

Our host is a mite peevish.

You might even recognize him.

Yes! Of course! I know *you.*

You *knew* him. He's *ours* now. Tell us where to find *Mayday*--

--or we're going to slice and dice little Benny-boy with our *Carnamatic Claws!*

Forest Hills...

Her name is *Mary Jane Parker--*

HAZE

--and she is the mother of *Spider-Girl.*

She knows that her husband and son are the captives of the symbiote called *Carnage.*

She also realizes that her imagination is her greatest enemy at times like these--

--so she attempts to bury it beneath the tedium of the mundane.

Sometimes her resolve wavers--

--her façade crumbles--

--and a flood of ghastly images overwhelms her.

But Mary Jane is a fighter--

--who has never fully surrendered to despair.

She is determined to be strong--

--to have faith in her daughter--

--and believe that *May* will find a way to save *Peter* and *Ben.*

She has no choice.

The alternative is too horrible to contemplate.

My name is *May "Mayday" Parker* and I am the daughter of *Spider-Man.*

I recently made a deal with my parents that I wouldn't take any unnecessary risks as *Spider-Girl.*

I was totally sincere when I made that bargain.

But caution flew out the window the instant the *Carnage* symbiote snatched my *dad* and *baby brother.*

I still don't know why the creature attacked my family.

What's the connection?

Other than the fact that the *original Carnage* often battled *Spider-Man,* I don't see one.

According to the crash course I took thanks to *Google,* the first *Carnage* was a unique alien symbiote that somehow became merged with a psycho called *Cletus Kasady.*

Kasady's long gone and this particular symbiote is only a specimen taken from the original.

Specimen #297 to be exact.

I just want to rescue my dad and brother.

That's why I've been crisscrossing the city like a madwoman--

--hoping my *spider-sense* will zero in--

At last!

I sense *danger* ahead.

Maybe a little caution is in order.

If it's *Carnage*, it could be a *trap.*

Of course, that applies even if it *isn't* Carnage.

Of all the blasted luck--!

It's just Kaine's new *Legion of Losers.*

We've been lookin' for yah, girl.

Seems you're on the *wrong* side of the law this time.

We've been told to bring you in for questioning--

--and we're really hoping you *resist!*

Sorry, guys.

Got no time to play your little reindeer games.

Not while *Carnage* is loose.

Can we reschedule this fight?

My calendar should open up in a week or so.

I promise to have my people call yours.

Hey, you don't ditch us so easily.

Come back and fight like a...*errr... ummm...*

...a super-powered person.

Maria Hill to backup birds.

Target has been acquired.

Repeat: *target has been acquired.*

Bring her in.

I can't believe my own government has gotten desperate enough to draft that bunch of--*uh-oh!*

Spider-sense is tingling again.

None of those jokers can fly, but *Mr. Abnormal* can use his stretching powers to give me a good chase.

I suppose I'll just have to--

SURRENDER, SPIDER-GIRL!

You're a suspect in a recent government robbery.

You have *got* to be *kidding* me!

Peter...

You don't mind if I call you Peter, do you?

P-please forgive us, Mr. Parker.

We don't mean any harm.

Shut up! I was trying to make a point.

Where was I? Ah, yes...

Peter, you'd squeal like a little piggy all day just because you know we love it--

--and you think you can distract us from Benny-boy

Ain't gonna happen, pally.

All this selfless father crud has only served to remind us of another errand we promised to run.

It's about time. I've been very patient.

We're taking Benny with us.

Is that really necessary?

No, but I love the way he wails like a siren.

I swear, Carnage! If anything happens to my son--

I know...yada yada...eternal vengeance and never-ending pain--got it!

His name is *Peter Parker.*

He was barely fifteen years old when a radioactive spider changed his life forever.

He used his amazing powers to protect this city for a little more than twenty years.

After losing his right leg in battle, he hung up his webs.

Like any professional athlete, he knew his time had passed.

But he still possesses the proportionate strength of a spider.

Still has the tenacious heart and unflagging courage--

--that carried him to victory against so many unbeatable foes.

He will find a way to free himself from these unbreakable strands of discarded symbiote.

His family is counting on him--

--and he can do no less!

Backup One to Hill: *target is in the wind.*

We lost her.

Widen your search parameters. She couldn't have gotten far.

This is completely whacked.

The authorities are hunting ***me*** when they should be searching for ***Carnage.***

I don't have time to answer their stupid questions.

Not while that monster has my family.

I still don't understand why ***Carnage*** went to my house.

Attacked my family!

Snatched my father and brother!

Why?

WHY?

WHY?

Dad and Benjy will die if I can't answer that question.

I...

...I may not be smart enough to save them.

Think, girl! Think!

The first time you met Carnage was at Café Indigo--

--where he called a couple of your classmates by name--

--and freaked out when he saw--

CAFE INDIGO

M

Oh, no!

Can it really be him?

That would explain everything.

No wonder I couldn't make the connection.

I was focusing on the symbiote instead of its host.

I really hope I'm wrong, but I have a hunch I know who he is--

--and where to find him.

Peter Parker strains, his muscles howling in protest.

And he remembers...

"Someday you'll understand what a blessing you've been to your **Aunt May** and me, Peter.

"There is **nothing** more important than your **family.**

"It is an awesome responsibility and an incredible joy.

"A real husband and father embraces all the burdens and **thrives** because of them.

"It can also be a source of unlimited **strength**--

"--because it forges **bonds** that can never be broken!"

Those were the words of his *Uncle Ben*--

--the man who taught him everything he holds dear about *courage*--

--power--

--responsibility--

--and FAMILY!

Score one for *Hunch Girl!*

I could really use those *flying cars* now.

Figures there's never one around when you need it.

Guess I'm going to have to handle *Carnage* the old-fashioned way.

What have you done with the *Parkers*, mister?

You want one? *CATCH!*

THWIPPPP!

THWIPPPP!

Holy--!

Don't worry! I'll protect Diaper Dan.

I have big plans for this li'l fella.

Trust me, they'll really kill ya!

Let the baby go! She can return him to his parents.

Don't you mean "*parent*"?

W-what have you done to *Mr. Parker?*

Oh. I just ran him through the old *shredder.*

LIAR!

I wouldn't let that happen.

Will you please *shut up?*

You're cramping my style.

Seems to be some dissension between the symbiote and his host.

You can't let this creature turn you into a *murderer.*

Fight him!

You can *beat* him.

I know you can.

You just have to--

=ULLP=

Do I intrude in *your* family arguments?

Then I'll thank you to stay out of MINE!

The nerve of some people.

TWAM! TWAM! TWAM! TWAM!

S-stand up to the symbiote! Show him who's boss!

I...I *can't.*

He's too *powerful.*

I...I believe in you.

You're *strong* and *kind* and *caring.*

Y-you know me?

Yes, of course...

You're *Moose Mansfield* and you used to go to *Midtown High.*

Your girlfriend is *Courtney Duran* and your father...

M-my father is DYING at the Midtown Medical Center--

--and only CARNAGE can save him!

ARRRGH!

With his uncle's words still ringing in his ears, Peter Parker strains beyond *pain*--

--beyond *endurance*--

--beyond *himself*--

--and thinks only of his *family*.

ARRRGGGH!

HELP!
RUN!
SCREEEEEEECH!
MMC
You screwed up Spidey
Thanks to your big mouth, my host is totally down with my program.
Clear out, everyone!
Get to--
=ARRRK=
What's the meaning of this outrage? You can't be in here. This man is seriously ill.
In what year of *med school* did you study "*glaringly obvious*"?
You need to move your patient, Doc.
Are you INSANE?
What do you know? *Medical confirmation!* The doctors think you're delusional, too.
What the--?!?
That's the trouble with you, Spider-Girl-- you lack FOCUS!
Gas
You can't decide whether you want to save the *hostage*, the *host* or all the helpless *civilians*.

I'm going to make this real simple for you...

You can save the baby--

--or the medical staff.

Better choose quickly...

Carnage, please, for the love of--

THWIPPP!

Oops!

Time's up

I react instinctively--

--and yank the civilians out with me.

No! No! NO!

Yikes! This girl's completely nuts.

I like her!

I...

I really wish I had a plan.

I just know that my first priority is to keep Benjy--

--from going *splat!*

WEEEEEEEEEEE

Time to flip over and reduce my speed enough to catch the medicos--

--and make like a hero!

THWIPP!

THWIPP!

Easy! Easy! You're all right now.

The webbing will slow our momentum as it stretches.

Last stop!

Everyone off!

Go! Get to safety while the tips of my toes cling to the pavement.

W-what about that poor child?

I'm going to *repel* myself off the ground--

--use my webbing like a giant sling-shot--

--and launch myself on an interception course!

Here I come, Benny-boy!

You can always count on me.

Gotcha!

Hang in there, kid!

I'm going to snuggle you in my arms and never let you go.

I promise to get you back home where you'll be safe and-- *uh-oh!*

Something's *wrong!*

Very, very WRONG!

See what happens when you don't listen to your *Uncle Carnage.*

You can't say I don't warn you.

W-what did you *do?!*

Isn't it *obvious?*

I told you I had BIG PLANS for the L'IL FELLA!

#12

ONLY THE INNOCENT MUST DIE!

Welcome to my nightmare!

My name is *May "Mayday" Parker* and I am the daughter of *Spider-Man.*

Not only is my dad missing and may be--*oh, God, I don't even want to think it!*

But I also have to concentrate on saving my baby brother--*who just became Kid Carnage!*

GRRRRRRR!

Say HELLO to my little friend!

Talk about a Kodak moment--*baby's first KILL!*

This isn't funny! We can't let that child commit murder.

You're right.

Why should he have all the fun?

Pay attention, Junior!

Daddy will show you how to properly skewer an annoying *spider-person.*

Spider-Girl, LOOK OUT!

Uhhhhh... thanks!

Hoo-boy! I can't believe I actually *thanked* Carnage.

I know part of him is a psycho-symbiote--

--but he's also using my good friend *Moose Mansfield* as a host body.

Just like this mini-monster is using poor *Benjy.*

ZEEEEEE

Terrific! Someone's trying to reach me on my cell phone.

Unfortunately, I'm a little busy right now.

I need to find a way to destroy these symbiotes--

--without harming the people I love!

EYAHHHH!

SHOMP!

Forest Hills...

Why doesn't she answer?

Maybe she...*can't.*

I'm sure you remember what that's like, *Peter.*

Yeah, well, I'm going to just keep trying, *Mary Jane.*

May needs to know that I escaped but Carnage still has Ben.

I've got a hunch--

"--that's *old news.*"

ZEEEEEE

THWIP!

That should hold Benjy for a moment.

Kidnapper!

Someone stop her!

That ding-o- ling's going to eat my baby!

According to *Wikipedia*, the Carnage symbiote is only vulnerable to *fire* and *sonics.*

Lucky for me, I know exactly where a sonic weapon is being stored.

I just hope I can reach it in time.

I wish I had the nerve to ask *Carnage* about Dad--

--but he'd only lie and twist my fears to his advantage.

Spider-Girl! Spider-Girl! Makes our tummy want to hurl! Crack her head! Make her dead!

Let's rip the web-- --of this lame celeb! Hey! Hey! Hearts will swirl-- --when we finally kill Spider-Girl!

Not bad, Carny.

You have a pretty nice voice--

--for a psychotic maniac.

Uh-oh! I suddenly sense danger--

--from above?!

Eagle Three to Ground Patrol.

Targets acquired on rooftops above Queens Boulevard, west of Continental Avenue.

I've spotted both Spider-Girl and Carnage.

Not far away...

Message received, Eagle Three.

This is Agent Hill. My team is in the vicinity and already on the move.

So who's this Carnage dude, anyway?

Don't worry your pretty little head about it, Killerwatt.

"We got us a license to stomp Spider-Girl!"

Oh, lookee-- a flying car!

I guess this really is the future.

Oh, no! That stupid S.H.I.E.L.D. agent is trying a strafing run.

Agent Hill, I am locked and loaded.

Request permission to acquire primary target.

Carnage is a go, Eagle Three. Good luck!

Tsk! Tsk! I know S.H.I.E.L.D. answers to the United Nations--

--but you guys should really buy American!

HILL! HILL! Can you still hear me?

What is your status, Agent?

Mission *failed* and I am fully *compromised.*

P-please tell them my family that I--

THWIPPP!

Tell them YOURSELF, big guy!

Sorry for the delay on your rescue, Secret Sam, but I had to snag your car before it mashed any tax-payers.

Spider-Girl, you...

...you...

...you're under arrest.

Hoo-boy! You S.H.I.E.L.D. guys are priceless.

RIPP!

Uh-oh! I really hope that's the sound of your jumpsuit splitting.

Are you out of your-- HOLY SPIT!

W-what the heck is that thing?!

GRRRRR!

Trust me-- you **don't** want to know!

Back off, kid!

Believe it or not, I'm doing this for your own good!

Are you all right, Spider-Girl? I tried to throw off his aim.

Why do you have to be such a killjoy as a hostr--

--when you should be thrilling to the joy of the kill?

D-don't listen to him, Moose!

Keep fighting!

It's a lost cause, Spider-Girl. Everyone eventually succumbs to Carnage!

That's what parents always say!

UGGGGN!

SLAAASH!

The symbiote's multiplying!

I need to alert Hill.

We're going to need a lot more backup.

Is *that* your war cry?

Kind of awkward if you ask me.

I'd go with something short and sweet like--

--it's Carnage time!

Y'know, a simple phrase the kids can put to music.

Oh, and *FYI*--

--if anyone's taking *Spider-Girl* down, it's *us.*

Nobody tells Carnage who he's allowed to kill, buddy-boy.

AAARRRRGH!

SPRONG!

I believe I've made my point.

The government wants to nail you for stealing *Specimen 297*, Spider-Girl--

--so the guys and I have a free shot at you!

You want him?

He's all *yours!*

Hey! How come Ah get stuck with the *Mini-me*?!

GRRRR!

As the strongest member of this team, Ah ought'a be fighting the real *Car--*

GYAAAH!

SLASHHH!

Get AWAY from me, yah miserable li'l freak!

WAKK!

NOOOO!

Benjy! *Benjy!* Please be all right.

If anything happens to you--!

GRRRRR!

SLASHHH!

:ARRRK!:

This is what gets *government* approval these days?

No wonder the country's in a state.

You already knocked them all unconscious. Why bother to kill them?

Because we *can*, silly boy!

We're all going to die unless...

Of course!

GRRRRRRR!

Moose! Do you know why the government's been studying Carnage all these years?

No, not really...

It's because I'm the deadliest *bioweapon* of all, silly boy.

Yeah, there's that...

They also think he may possess the ability to cure *cancer.*

Get it, Moose?

Cancer!

Is this true?

How should I know? I was zonked out in a test tube. What's the big deal, anyway?

ZEEEEEE

Who keeps calling me?

Don't you get it? My dad is dying of cancer.

If you save him, I promise to stop fighting you and--

We shall be ONE!

Come on, Junior!

We're going on a little mission of mercy.

I did it!

I bought us a little breathing space.

Hill to all units! Primary target is proceeding east on *Queens Boulevard.*

My team's status is uncertain.

Although it's safe to assume they require medical assistance--

--or body bags.

Ugh! I...I'm aching in places I didn't even know I had.

But I've got to ignore the pain.

Can't let Carnage infect Moose's dad.

There's no way I'd survive *three* of those monsters.

C-call me an ambulance, dude.

ZEEEEEE

Yeah, I'll get right on that...

H-hello--?!

May--? I've been so worried about you.

Dad? *DAD!* I was so afraid you were...are you *okay?*

A little bruised, but I'll be fine. How's your brother?

Uhhhh... as feisty as ever!

Now that's my dad's on board, he can call an ambulance for Killerwatt and company--

--and meet me at the *Midtown Medical Center* with the equipment I need.

I'm pretty sure that's where Moose is leading Carnage right now.

I should have asked *Killerwatt* what happened to *Darkdevil* and *Kaine.*

Where are they?

Why aren't they helping me?

I need a favor. Can you get into your police property room?

No problem! Hold on...

Cabby, change of plan. Take me to *Midtown South,* on the double.

You got it, pal.

SCREEECH

Okay, what do you want me to pick up?

The only weapon I know that can stop Carnage...

The East Village, New York City...

PHOOMPH!

Looks like you gentlemen could use another player--*deal me in!*

I-it's DARKDEVIL!

Fall back and regroup, team!

I doubt he's alone.

He *isn't*, Contessa.

Kaine--!

Hello, Val! You won't be needing this.

We've just come to talk.

How'd you find us?

We've been hitting S.H.I.E.L.D. safe houses since yesterday.

Stand down, team. They're friendlies.

That's a matter of opinion.

What do you want, Kaine?

Information.

I'm curious why *Maria Hill* set my team up to lose *Specimen 297*.

I deny any knowledge of this *Hill* or your specimen.

Obviously.

However, for the sake of conversation, let's suppose the *U.S.* has a weapon the *U.N.* wants destroyed.

A public theft might embarrass the *U.S.* into compliance.

But something went *wrong*.

Yes, the operation was compromised--

"--by the unexpected appearance of *Spider-Girl!*"

I'm afraid *Mr. Mansfield* has been moved.

MIDTOWN MEDICAL CENTER

X-RAY RMS 845-50

We had an *incident* about an hour or so ago.

Yeah, I noticed all the police. What happened?

POLICE LINE / DO NOT CROSS

CSU

I'm not at liberty to discuss it, and I'm afraid Mr. Mansfield isn't receiving visitors, either.

Excuse me--*are you Courtney Duran?*

Yes, do I know you?

Not really, but I know all about you.

Mo's always talking about you.

I'm *Donna Mansfield,* his cousin from Jersey.

You're Moose's cousin?

I saw you the other day, but you ran off before Maurice could introduce us.

You call him "*Moose*"?

I guess that's cool, but I've always used Mo or--

KRASHHH!

Isn't this a pleasant surprise?

My two *favoritest* ladies in the whole world.

The creature's back!
Call for backup!
Get behind us, ladies!
Kiss the ground, creep!
You're under ARREST!
PLEASE--!
You buffoons are so lucky that I'm off killing until I complete my mercy run.
PWIPPP!
Aren't you happy to see me?
Where do you ladies think you're going?
Pucker up, Courtney my pet!
I have such a hankering for your sweet loving!

You'll have to settle for a FIST in the face.

Or a KICK in the...well... WHATEVER!

Meanwhile...

SCREEEEECH!

May seems to be ignoring her phone again.

I assumed she was taking the baby back home--

--but Mary Jane hasn't seen either one of them.

I wonder where she left him.

It's got to be somewhere safe.

"May's much too **responsible** to ever expose Ben to danger."

I'm just wondering how I became my daughter's *sidekick.*

I used to be the super hero here.

How'd I get demoted to errand boy?

NOTICE

Get the ***Reverb armor,*** she says--

--it fires ***sonic blasts!***

How does she even know this armor was being held for evidence?*

NOTICE

*See ***Amazing Spider-Girl #2*** for details.--Molly

The cavalry's finally arrived, Spider-Girl.

It's about time, Mr. Parker.

FIRE away!

GRRRR

GRRRRRRR

B-Ben--?!

No!

Why are you hesitating?

Shoot!

My ban on murder doesn't apply to you, Junior.

GUT HIM!

GRRRR

Get DOWN, Mr. Parker!

What's wrong with Dad?

Why did he freeze?

Of course-- it's Ben!

Dad's afraid of injuring him.

But that's a risk we've got to take.

Give me the blaster, Parker.

No! It's too dangerous.

There must be another way.

I wasn't asking, sir.

GIVE me the blaster!

GRRRRRRRRR!

This may be your son's only hope.

What if you're wrong?

MMMM

WAAAAAA!

J-JUNIOR!

W-what have they done to my beautiful baby boy?!

We can't worry about him now!

We've got to SAVE my dad!

SAVE--?!

I don't do *saves.*

B-but you *promised!*

I lied.

In case you haven't noticed, I do that a lot.

Sounds like Carnage is having a mental meltdown.

You take care of B-- *your baby!*

I'm going to end this once and for all.

Be careful!

Daddy's here, little buddy! You're finally safe. I'm going to take you home to see your mother.

You hear me, Ben?

BENNY--?!

BENNY?!

See? Told ya I could sweet-talk that nurse into revealing where they stashed your old man.

Everyone's a critic.

It wasn't necessary to hit her so hard.

Do your thing already and let's move on.

Not so fast. How do I know you'll keep our bargain? You still stink of *conscience.*

Yeah, and you still make me--

MMMMMMMMMMMMMMMMMMMMMMM

ARRRRGH!

I know the Carnage symbiote is a monster and should be destroyed--

--but I--

--I suddenly feel like a cold-blooded *murderer.*

MMMMMMMMMMMMMMMMMMMMMMM

Am I killing this creature simply because I *can?*

Or am I doing it for--

--the greater good?!

M-my dad--!

I could have saved him.

Why'd you stop me?

WHY?!

I didn't have a choice.

I couldn't let you infect him.

He would have become another *monster.*

But it was his only *hope!*

If he dies, it'll be your *fault!*

You're no better than Carnage!

I *hate* you!

I *HATE* you!

Is *Moose* right?

How would I feel if it was my father or--

I'm sorry, Mr. Parker.

I'll need to run a full battery of tests before I can determine--

--if your son's hearing loss is *permanent.*

Hill reporting, sir...

Specimen 297 appears to have been fully neutralized.

Excellent news, Hill...

According to all the field reports I've seen, the tab only extends to a few hundred thousand dollars' worth of equipment and property.

A number of people have been hospitalized, but there have been no fatalities.

Not bad for a blown op.

I'll alert the President immediately.

Maybe he can use this close call to convince a certain congressional committee to eliminate the other 299 specimens.

By the way, who terminated the target?

Spider-Girl, sir...

Gotta hand it to those web-slingers...

"...they always tidy up after themselves.

"I'm just relieved to hear that things ended so well.

"We don't get many *happily-ever-afters* in our biz."

THE END... FOR NOW!

MEET MAY "MAYDAY" PARKER, THE DAUGHTER OF SPIDER-MAN!

When Spider-Girl stumbles on a S.H.I.E.L.D. mission that's about to go bad, she inadvertently sets free the deadliest — and most requested — foe that Spider-Man ever faced: Carnage!

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